

NILESH SHAH & ASSOCIATES

Company Secretaries

Ref.: _____

Consolidated Report of Scrutinizer

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairperson of
14th Annual General Meeting of
Shareholders of Spaisa Capital Limited
Held on Friday, 11th June, 2021
Through Video Conferencing / Other Audio Visual means

Sir,

We, Nilesh Shah & Associates, Practicing Company Secretaries, represented by Mr. Nilesh Shah, (Membership No. FCS - 4554), Partner, were appointed as the Scrutinizer for the purpose of the remote e-voting process prior to the Annual General Meeting (AGM) and e-voting process during the Annual General Meeting pursuant to the provisions of section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 read with MCA General Circular No. 14/2020 dated April 08, 2020, MCA General Circular No. 17/2020 dated April 13, 2020 and MCA General Circular No. 20/2020 dated May 05, 2020 read with SEBI Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI Circular number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, in respect of below mentioned resolutions proposed at the Annual General Meeting of Spaisa Capital Limited held on Friday, 11th June, 2021 at 02:00 P.M. through Video Conferencing / Other Audio Visual means (VC/OAVM).

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the notice for the 14th Annual General Meeting of the members of the Company. Our responsibility as a scrutinizer for the remote e-voting process prior to Annual General Meeting and e-voting process at the Annual General Meeting is restricted to ensure that both the e-voting processes are conducted in a fair and transparent manner and make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions contained in the notice of 14th Annual General Meeting, based on the reports generated from the e-voting platform / system provided by the Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.



NILESH SHAH & ASSOCIATES

Company Secretaries

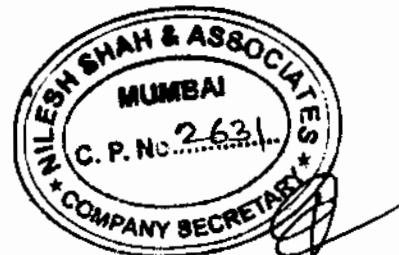
Ref.: _____

As informed to us by the Management, the notice dated April 20, 2021 convening the 14th Annual General Meeting of the Company through VC/OAVM held on June 11, 2021 along with the statement setting out material facts under Section 102 of the Companies Act, 2013 and MCA Circular / SEBI Circular were duly sent to the Members of the Company through electronic mode to those Members whose email addresses are registered with the Company / Depositories, in compliance with the MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 read with SEBI Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI Circular number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021.

The Members of the Company holding shares on the record date ("Cut off" date) of June 04, 2021 were entitled to vote on the resolutions as set out in the notice of said Annual General Meeting.

In this regard, we hereby submit my report as under:

1. The Company had availed the e-voting facility offered by Central Depository Services (India) Limited [CDSL] for conducting remote e-voting prior to AGM and e-voting during AGM by the Shareholders of the Company.
2. The remote e-voting prior to AGM period remained open from Monday, June 07, 2021 (09.00 a.m.) till Thursday, June 10, 2021 (05.00 p.m.) and CDSL e-voting platform was disabled thereafter.
3. The Company had also provided e-voting facility to the shareholders present / logged-in at the AGM through VC / OAVM and who had not cast their vote earlier.
4. After the closure of e-voting at the AGM, we have unblocked the electronic votes for both e-voting processes in the presence of two witnesses who are not in the employment of the Company.
5. We have scrutinized the votes cast through remote e-voting and e-voting during AGM processes for the purpose of this report.
6. The particulars of all the electronic votes cast by the members through remote e-voting and e-voting during AGM processes have been recorded in the separate registers maintained for the purpose.
7. The result of the voting through remote e-voting and e-voting during AGM processes are as per the annexure attached herewith.



211-B (Back Side) 2nd Floor, Building No. 1, Sona Udyog, Parsi Panchayat Road, Extn. of Old Nagardas Road, Andheri (East),
Mumbai - 400 069. Tel. : 2820 7824 / 2820 3582 E-mail : nilesh@ngshah.com

304-A, Poonam Sagar, Poonam Nagar, Off. Mahakali Caves Road, Andheri (East), Mumbai - 400 093.
Tel.: 2836 3419 Email : ngshah.cs@gmail.com

NILESH SHAH & ASSOCIATES

Company Secretaries

Ref.: _____

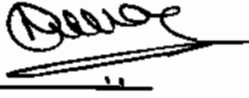
Recommendation:

All the resolutions having secured requisite majority of votes, may be considered to have been passed. The Chairperson may accordingly declare the result of voting.

Thanking you,

Yours truly,

**For Nilesh Shah & Associates
Practicing Company Secretaries**



**Nilesh Shah
Partner
Membership No. FCS 4554
CP No. 2631
UDIN: F004554C000452562**



**Place: Mumbai
Date: 12th June, 2021**

Annexure to the Scrutinizer's Report
Result of Remote e-voting prior to AGM and e-voting during the AGM:

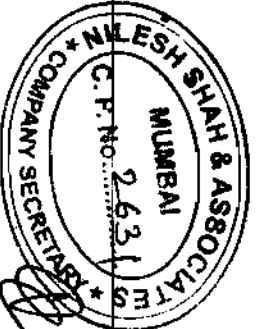
Sr. No.	Reso. No./Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Voting In Favour (Assent)			Voted Against (Dissent)			Abstain / Invalid	
					No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast
1	1 (a)	To consider and adopt: the audited standalone financial statement(s) of the Company for the financial year ended on March 31, 2021, together with the reports of the Board of Directors and Auditors thereon; and	Ordinary Resolution	Remote E-Voting prior to AGM	74	20188495	100%	0	0	0%	2	2906988
	1 (b)	the audited consolidated financial statement of the Company for the financial year ended March 31, 2021, together with the Auditors reports thereon.		E-Voting during the AGM	6	903877	100%	0	0	0%	0	0
				Total	80	21092372	100%	0	0	0%	2	2906988
2	2	To appoint a Director in place of Mr. Gourav Murlia (DIN: 06360031) and being eligible, offers himself for reappointment.	Ordinary Resolution	Remote E-Voting prior to AGM	74	20188495	100%	0	0	0%	2	2906988
				E-Voting during the AGM	6	903877	100%	0	0	0%	0	0
				Total	80	21092372	100%	0	0	0%	2	2906988



Sr. No.	Reso. No./Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Voting In Favour (Assent)			Voted Against (Dissent)			Abstain/Invalid	
					No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast
3	3	To re-appoint Mr. Prakash Gagdani as a Whole-Time Director of the Company.	Special Resolution	Remote E-Voting prior to AGM	67	20178575	100%	0	0	0%	9	2916908
				E-Voting during the AGM	5	903876	99.99%	1	1	0.01%	0	0
				Total	72	21082451	99.99%	1	1	0.01%	9	2916908
4	4	To re-appoint Dr. Archana Hingorani as an Independent Director of the Company.	Special Resolution	Remote E-Voting prior to AGM	69	20178642	100%	0	0	0%	7	2916841
				E-Voting during the AGM	6	903877	100%	0	0	0%	0	0
				Total	75	21082519	100%	0	0	0%	7	2916841
5	5	To approve material related party transactions with JFL Facilities Services Limited.	Ordinary Resolution	Remote E-Voting prior to AGM	46	6016039	99.99%	2	11	0.01%	27	17079433
				E-Voting during the AGM	5	903876	100%	0	0	0%	1	1
				Total	51	6919915	99.99%	2	11	0.01%	28	17079434



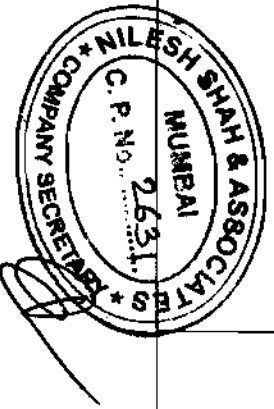
Sr. No.	Reso. No./Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Voting in Favour (Assent)			Voted Against (Dissent)			Abstain/Invalid	
					No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast
6	6	To approve material related party transactions with IIFL Finance Limited.	Ordinary Resolution	Remote E-Voting prior to AGM	52	6313755	99.99%	2	11	0.01%	21	16781717
				E-Voting during the AGM	5	903876	100%	0	0	0%	1	1
				Total	57	7217631	99.99%	2	11	0.01%	22	16781718
7	7	To approve material related party transactions with IIFL Management Services Limited.	Ordinary Resolution	Remote E-Voting prior to AGM	46	6016039	99.99%	2	11	0.01%	27	17079433
				E-Voting during the AGM	5	903876	100%	0	0	0%	1	1
				Total	51	6919915	99.99%	2	11	0.01%	28	17079434
8	8	To approve material related party transactions with IIFL Securities Limited.	Ordinary Resolution	Remote E-Voting prior to AGM	46	6016039	99.99%	2	11	0.01%	27	17079433
				E-Voting during the AGM	5	903876	100%	0	0	0%	1	1
				Total	51	6919915	99.99%	2	11	0.01%	28	17079434



Sr. No.	Reso. No./Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Voting in Favour (Assent)			Voted Against (Dissent)			Abstain/Invalid	
					No. of Member s Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast
9	9	To approve material related party transactions with Samasta Microfinance Limited.	Ordinary Resolution	Remote E-Voting prior to AGM	52	6313755	99.99%	2	11	0.01%	21	16781717
				E-Voting during the AGM	5	903876	100%	0	0	0%	1	1
				Total	57	7217631	99.99%	2	11	0.01%	22	16781718
10	10	To approve material related party transactions with IIFL Wealth Prime Limited.	Ordinary Resolution	Remote E-Voting prior to AGM	52	6313755	99.99%	2	11	0.01%	21	16781717
				E-Voting during the AGM	5	903876	100%	0	0	0%	1	1
				Total	57	7217631	99.99%	2	11	0.01%	22	16781718
11	11	To approve material related party transactions with IIFL Home Finance Limited.	Ordinary Resolution	Remote E-Voting prior to AGM	52	6313755	99.99%	2	11	0.01%	21	16781717
				E-Voting during the AGM	5	903876	100%	0	0	0%	1	1
				Total	57	7217631	99.99%	2	11	0.01%	22	16781718



Sr. No.	Reso. No./Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Voting in Favour (Assent)			Voted Against (Dissent)			Abstain/Invalid	
					No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast
12	12	To approve material related party transactions with IIFL Insurance Brokers Limited.	Ordinary Resolution	Remote E-Voting prior to AGM	46	6016039	99.99%	2	11	0.01%	27	17079433
				E-Voting during the AGM	5	903876	100%	0	0	0%	1	1
				Total	51	6919915	99.99%	2	11	0.01%	28	17079434
13	13	To approve material related party transactions with IIFL Wealth Management Limited.	Ordinary Resolution	Remote E-Voting prior to AGM	52	6313755	99.99%	2	11	0.01%	21	16781717
				E-Voting during the AGM	5	903876	100%	0	0	0%	1	1
				Total	57	7217631	99.99%	2	11	0.01%	22	16781718
14	14	To approve increase in ESOP Pool for grant of options and amendment in Spaisa Employees Stock Option Scheme, 2017.	Special Resolution	Remote E-Voting prior to AGM	63	19897359	99.99%	2	6	0.01%	11	3198118
				E-Voting during the AGM	6	903877	100%	0	0	0%	0	0
				Total	69	20801236	99.99%	2	6	0.01%	11	3198118



Sr. No.	Reso. No./Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Voting in Favour (Assent)			Voted Against (Dissent)			Abstain/Invalid	
					No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast
15	15	To approve offer or invitation to subscribe to the Non-Convertible Debentures on private placement basis.	Special Resolution	Remote E-Voting prior to AGM	67	20178591	99.99%	1	1	0.01%	8	2916891
				E-Voting during the AGM	6	903877	100%	0	0	0%	0	0
				Total	73	21082468	99.99%	1	1	0.01%	8	2916891


Nilesh Shah
 19/06/2024